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ACCOUNT NO. : 072100000032

REFERENCE : 398014 10831B

AUTHORIZATION : *Patricia Pijut*

COST LIMIT : \$ 122.50

ORDER DATE : May 20, 1997

ORDER TIME : 9:45 AM

ORDER NO. : 398014-005

CUSTOMER NO: 10831B

CUSTOMER: Sandra Muilenburg, Legal Asst
GREENSPOON MARDER HIRSCHFELD
RAFKIN
135 West Central, Suite 1100

Orlando, FL 32801

100002185051--5

DOMESTIC FILING

NAME: RDC GOLF OF FLORIDA II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
MAY 20 AM 11:52
TALLAHASSEE, FLORIDA
STATE

SECRETARY OF STATE
CORPORATION DIVISION

2

ARTICLES OF INCORPORATION
OF
RDC GOLF OF FLORIDA II, INC.

FILED
97 MAY 20 AM 11:52
TALLAHASSEE, FLORIDA

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be RDC Golf of Florida II, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address for the corporation is at 364 N. Spaulding Cove, Heathrow, Florida 32746.

ARTICLE III - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE IV - PURPOSES

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue and have outstanding One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation in the state of Florida is Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.; 135 West Central Boulevard, Suite 1100; Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is N. Dwayne Gray, Jr.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may either increase or decrease from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director is:

<u>Name</u>	<u>Address</u>
Christopher R. Schiavone	99 Cherry Hill Road, Suite 305 Parsippany, New Jersey 07054

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
N. Dwayne Gray, Jr.	135 West Central Boulevard Suite 1100 Orlando, Florida 32801

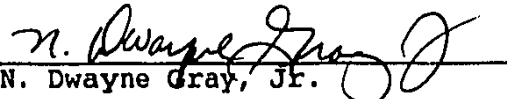
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act, from time to time.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of May 1997.


N. Dwayne Gray, Jr.

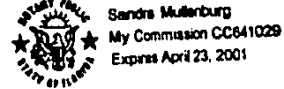
("Incorporator")

STATE OF FLORIDA)
) S.S.:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, this 19th day of May, 1997 by N. Dwayne Gray, Jr., who is personally known to me.

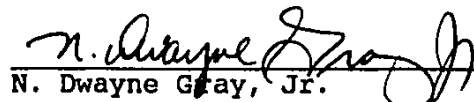


NOTARY PUBLIC
Print: SANDRA MUIENBURG
My Commission expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, N. Dwayne Gray, Jr., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to the Florida Business Corporation Act.



N. Dwayne Gray, Jr.

("Registered Agent")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA